



BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102
(817) 878-2361

December 16, 1986

RECORDATION NO. 9300-B
9262-C
Filed 1226

JAN 13 1986 3 20 PM

INTERSTATE COMMERCE COMMISSION

Mr. James H. Bayne
Secretary
Interstate Commerce Commission
Room 1312
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Re: Document for Recordation: Amendment to Burlington
Northern Inc. Finance Agreement dated February 1, 1978

Dear Secretary Bayne:

Enclosed is an original and one copy of the documents described below to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an amendment to Burlington Northern Inc. Finance Agreement dated February 1, 1978, a secondary document. The amendment is dated October 28, 1985. The primary document to which this amendment relates is Burlington Northern Inc. Finance Agreement dated February 1, 1978, which was recorded under ICC Recordation Nos. 9262 and 9300.

The names and addresses of the parties to the documents are as follows:

Agent and Assignee:	Mercantile-Safe Deposit and Trust Company Two Hopkins Plaza P. O. Box 2258 Baltimore, MD 21203	JAN 13 11 11 PM '86
Vendee:	Burlington Northern Railroad Company 3800 Continental Plaza 777 Main Street Fort Worth, Texas 76102	

A description of the equipment covered by the document follows:

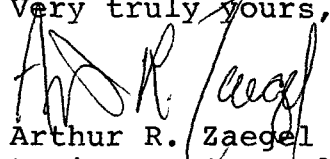
BN Inc. Finance Agreement dated February 1, 1978, covers various rail cars, locomotive cranes, and cabooses. The amendment to BN Inc. Finance Agreement dated February 1, 1978, covers two cabooses, BN 12191 and BN 12232, subject to said Finance Agreement.

A check in the amount of \$10.00 is enclosed to cover your filing fee. Please return the original amendment and any extra copies not needed by the Commission for recordation to Arthur R. Zaegel, Assistant General Solicitor, Burlington Northern Railroad Company, 3800 Continental Plaza, 777 Main Street, Fort Worth, Texas 76102.

A short summary of the document to appear in the index follows:

The amendment to BN Inc. Finance Agreement dated February 1, 1978, consists of a written consent of the Agent and Assignee to convert cabooses BN 12191 and BN 12232 to mobile living quarters for railroad maintenance-of-way personnel, and to renumber such units BN 968774 and BN 968773, respectively.

Very truly yours,



Arthur R. Zaegel
Assistant General Solicitor

ARZ:jh

Enclosure



BURLINGTON NORTHERN RAILROAD

LAW AND
GOVERNMENT AFFAIRS

RECORDATION NO. 9300-B
9262-C

JAN 13 1986 - 3 22 PM

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW ROAD NUMBERS

October 14, 1985

Mercantile-Safe Deposit and
Trust Company
Corporate Trust Department
P. O. Box 2258
Two Hopkins Plaza
Baltimore, Maryland 21203

Gentlemen:

Please refer to the agreement between Mercantile-Safe Deposit and Trust Company and Burlington Northern Inc. (now Burlington Northern Railroad Company), which agreement constitutes the Finance Agreement dated February 1, 1978, among Mercantile-Safe Deposit and Trust Company ("the Assignee") Burlington Northern Inc. (now Burlington Northern Railroad Company) ("the Company"), and various investors.

The Company requests permission from the Assignee to convert two cabooses subjected to the Agreement to mobile living quarters for Company track service and maintenance employees, at an estimated cost of \$64,710. The exteriors of the cabooses will not be altered. The interiors of the cabooses will be modified to include bunks, and eating and washing facilities. The modifications to the interiors of the cabooses will become accessions to the units.

The Company proposes to change the road numbers of the subject cabooses as follows:

Present Road Number

BN 12191
BN 12232

Proposed New Road Number

BN 968774
BN 968773

October 14, 1985


Notice is hereby given that upon receipt of your consent, we will proceed with the conversion described above. Your expeditious handling of this request would be appreciated.

Very truly yours,

BURLINGTON NORTHERN RAILROAD
COMPANY
(formerly Burlington Northern
Inc.)


Attest:


Assistant Secretary

By: 
Douglas J. Babb
General Counsel
Corporate Law

STATE OF TEXAS)
)
COUNTY OF TARRANT) ss.

On this 25th day of October, 1985, before me personally appeared DOUGLAS J. BABB, to me personally known, who being by me duly sworn, says that he is General Counsel-Corporate Law of Burlington Northern Railroad Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the true act and deed of said corporation.


Assistant Secretary

Subscribed and sworn to before me
this 25th day of October, 1985


Notary Public



MERCANTILE-SAFE DEPOSIT & TRUST COMPANY

Russell E. Schreiber
Vice President
(301) 237-5606

October 28, 1985

Mr. Douglas J. Babb, Esquire
General Counsel - Corporate Law
Burlington Northern Railroad
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

Re: Burlington Northern, Inc. Finance Agreement dated as of
February 1, 1978

Dear Mr. Babb:

As requested in your letter of October 14, enclosed is our
executed consent to the proposed conversion of two cabooses
numbers BN 12191 and BN 12232 and the renumbering of those units
to BN 968774 and BN 968773, respectively.

It is understood that the changes in these units will become
accessions thereto and that the number changes will be recorded
with the Interstate Commerce Commission and that, following such
recording, we will be furnished with an Opinion of Counsel
relative thereto.

Yours truly,


R. E. Schreiber

RES/abr/l

KNOW ALL MEN BY THESE PRESENTS, that
Mercantile-Safe Deposit and Trust Company, Agent and
Assignee under the Finance Agreement dated February 1, 1978,
among Mercantile-Safe Deposit and Trust Company, Burlington
Northern Inc. (now Burlington Northern Railroad Company),
and various investors, for and in consideration of the sum
of \$1.00 to it paid, the receipt of which is hereby
acknowledged, does hereby consent to the conversion of
caboose BN 12191 and BN12232 to mobile living quarters for
railroad maintenance-of-way personnel, to be renumbered BN
968774 and BN968773, respectively, for identification
purposes.


IN WITNESS WHEREOF, Mercantile-Safe Deposit and
Trust Company, as Trustee, has caused these presents to be
signed by one of its Vice Presidents, and its corporate seal
to be hereunto affixed and attested by one of its Trust
Officers this 18th day of October, 1985.

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, AGENT
AND ASSIGNEE

Attest:

By: 

Vice President

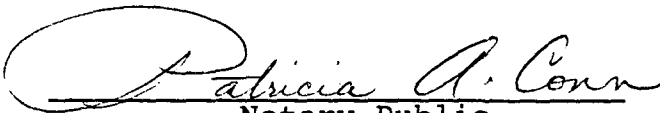

Trust Officer
L SANDRA DESPEAUX
CORPORATE TRUST OFFICER

STATE OF MARYLAND)
)
CITY OF BALTIMORE) ss.

On this 28th day of October, 1985, before me personally appeared R.E. SCHREIBER, to me personally known, who being by me duly sworn, says that he is Vice President of Mercantile-Safe Deposit and Trust Company; that the seal affixed to the foregoing instrument is the seal of said Company; that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

Secretary

Subscribed and sworn to before me
this 28th day of October, 1985



Notary Public

My commission expires July 1, 1986

CERTIFICATE

This is to certify that I am a Notary Public under the laws of the State of Texas; that I have compared this copy of the consent to convert cabooses into mobile living quarters and to renumber said cabooses, with the original executed consent; and that I have found the copy to be complete and identical in all respects to the original executed consent.

(Seal)

My Commission Expires:

9/2/89

Patricia Ann Gilson
Notary Public
State of Texas